

**MINUTES of the Meeting of the  
CARDIFF UNIVERSITY STUDENTS' UNION BOARD OF TRUSTEES**

**Held on: Thursday 12 December 2019, at 11.00am**

**PRESENT**

|                 |   |            |
|-----------------|---|------------|
| Jackie Yip      | President                                 | Chair      |
| Jayne Sadgrove  | University Nominated Trustee              | Vice Chair |
| Tomos Evans     | Vice President Education                  |            |
| Nick Fox        | Vice President Postgraduate Students      |            |
| Shekina Ortom   | Vice President Heath Park                 |            |
| Jude Pickett    | Vice President Sports and AU President    |            |
| Orla Tarn       | Vice President Societies and Volunteering |            |
| James Wareham   | Vice President Welfare and Campaigns      |            |
| Ray Singh       | University Nominated Trustee              |            |
| Richard Roberts | External Trustee                          |            |
| Daniel Onafuwa  | Student Trustee                           |            |
| Ryan Singh      | Student Trustee                           |            |

**Also in attendance:**

|               |                                       |
|---------------|---------------------------------------|
| Ben Eagle     | Deputy Chief Executive (Item 11 only) |
| Kate Owen     | Head of Executive Support             |
| Daniel Palmer | Chief Executive                       |

**1. Presentation – First Term Review**

The Chief Executive gave a presentation to the Board on key activity in the first term of 2019/20, covering:-

- The 2019 Freshers period, with particular reference to the success of Fairs, queue management, commercial performance and daytime/alcohol-free activity
- The renewal of the building's lease;
- Changes to the building for 2020 in relation to the Centre for Student Life, including the removal of the steps, and the provision of temporary access, and the 3<sup>rd</sup> Floor/4<sup>th</sup> Floor project;
- AGM, with a record attendance and challenging debate
- Continuing robust financial performance and the financial prospects for the future
- Looking forward to the development of the Great Hall business case and the February elections



## 2. Apologies for absence

Apologies for absence were received from Gabriella Gropper, Student Trustee and Bethan Walsh, External Trustee.

## 3. Declarations of Interest

Jayne Sadgrove declared an interest in Minute 10 insofar as it related to the Officer Team Review, by virtue of having been Cardiff University's Chief Operating Officer during a period material to the content of the report.

## 4. Minutes of the Previous Meetings

**AGREED:** to approve the minutes of the following meetings as a correct record

- Ordinary meeting – 12 September 2019
- Extra-ordinary meeting – 21 October 2019
- Extra-ordinary meeting – 15 November 2019

## 5. Matters arising from the Minutes not covered elsewhere on the agenda

There were no matters arising.

## 6. Minutes of Committees

The following minutes were circulated, for information:-

Board of Directors of Cardiff Union Services Limited – 8 October 2019 and 21 October 2019

Board of Trustees of Cardiff Volunteering – 12 October 2019

Human Resources Committee – 6 November 2019

Health, Environment, Maintenance and Safety Committee – 15 November 2019

Satisfaction, Engagement and Participation Committee – 3 December 2019

Finance and Audit Committee – 3 December 2019

**AGREED:** to note the minutes.

## 7. Chief Executive's Report

The Chief Executive submitted his quarterly report setting out activity of note since the last Board meeting. He provided an update on the following areas:-

- Financial Performance



- Implementation of the Strategic Plan
- Centre for Student Life and new Maths and Computer Science building
- Commercial tenancies in the Students' Union building
- Capital Projects, including progress with the multi-faith room
- SUSS Pension position

**AGREED:** to note the Chief Executive's report;

## 8. 2019/20 Organisational/SMT Balanced Scorecards

The Chief Executive presented the 2019/20 SMT Balanced Scorecards, and reported progress for the first quarter of the year. The Board discussed the Objective S3, Great Hall Development and Objective BE12 Venues profitability. In relation to the latter, Board expressed concerns at the perception that the Union prioritised Venues income generation over service provision. While it was acknowledged that this was not the case, and that the drive for profit was an enabler for service provision, the Board were keen to improve communication to address the perception of priority.

**AGREED:**

- i) to note the report.
- ii) to review communication around Union priorities in the light of the above commentary.

## 9. 2019/20 Financial Performance and Period 3 Management Accounts

The Chief Executive presented a report summarising the financial results and cash position for the Union and its subsidiaries, based on the October 2019 (Period 3) Management Accounts. It was reported that there were no major concerns and the group was expected to perform to budget, current variances being attributable to phasing rather than issues of performance, and some savings had been achieved through managing vacancies.

**AGREED:** to note the report.

## 10. AGM Outcomes and Actions for Trustees

The Chief Executive introduced a report setting out the outcomes of the Motions submitted to the 2019 AGM and the implications for Trustees. There were six motions in relation to the following:

- Officer Team Review
- Making CUSU a Living Wage Employer
- Tackling Institutional Racism
- Supporting UCU Industrial Action
- Radical Environmental Policy



- Adoption of a Pro-Choice stance

### **Officer Team Review**

The Board had been provided with guidance from the Charity Commission following a report to them of the decision made. The Union had also been contacted by Welsh Government officials and a member of the Welsh Assembly. In relation to the referral to the Charity Commission, the Board were satisfied that published guidance had been followed, that they were compliant with the Welsh Language (Wales) Measure 2011 and that no action or decision had been taken that was not in furtherance of the charity's objectives. Given the interest taken by, amongst others, Welsh Government officials, reputational risk would continue to be kept under review but there were no concerns regarding the current approach. The mandate from AGM was to continue with the status quo and the Board would do so.

The Board explored a number of means by which Welsh Language representation could be given an appropriate level of recognition without increasing the number of Sabbatical Officers. They recommended in the first instance to engage with the students who had raised the original motion, Y Gymdeithas Gymraeg, and the Welsh Language leads at the University in order to move the issue forward constructively, having regard to the Board's position that an increase in the number of Sabbatical Officers was not presently negotiable.

### **Living Wage Employer**

The Board noted that the motion required the implementation of the Living Wage within three years, which they considered to be an achievable timescale, given the Union's ongoing progress in that direction. It was reported that, if implemented now, this would represent an additional £75k to be paid to student staff and e.g. contracted security. It was understood that some organisations e.g. trade unions, offered free consultancy in this area to encourage organisations to become Living Wage employers and the Board agreed that this should be pursued as an option if available.

### **Tackling Institutional Racism**

It was noted that no Board action was required on this motion at present.

### **UCU Strike Action**

It was noted that no Board action was required on this motion at present.



## Radical Environmental Policy

The Board noted that since declaring a climate emergency earlier in the year, a series of environmental initiatives had been instigated alongside existing work to reduce the Union's environmental impact. The Board were content to commit to Resolve 3 in relation to achieving carbon neutrality by 2025 and to delegate to the Health, Environment, Maintenance and Safety Committee to undertake an environmental audit on its behalf. This activity should be supported by wide-ranging communication to ensure students were aware of activity and how they could contribute to the Union's efforts in this regard.

## Pro-Choice Stance

The Board were advised that, following this motion there had been a number of protests in a variety of forms; faith-based societies had expressed concern about being able to express their views and raised the possibility of disaffiliation, external groups had organised demonstrations outside the Union/University and anonymous mail had been sent to individuals. Support was being provided to those individuals and those who had suffered online abuse, and the police had been involved. The matter would continue to be closely monitored and communications managed accordingly.

It was reported that the Union had published FAQs on the implementation of the stance, which made it clear that the Union would not interfere in the running of student groups who hold views incompatible with the Union's policy, unless those groups breach the existing provisions (the Activities laws). The President undertook to share a letter received from the Catholic Society with Trustees. The Board did not consider that any further input was required at this time.

- AGREED:**
- a) to note the position;
  - b) to proceed with the Officer Team review mandated by AGM, having regard to the Board's commentary on early engagement with key stakeholders;
  - c) to proceed with the implementation of the Living Wage motion mandated by AGM, and to engage no-cost consultancy on how to take this forward, if available;
  - d) to proceed with the Environmental policy mandated by AGM having regard to the Board's commentary;
  - e) To delegate to the Health, Environment, Maintenance and Safety Committee to undertake an environmental audit;
  - f) To endorse the approach being taken regarding the adoption of an official pro-choice stance.



## 11. Third Floor/Fourth Floor Project Overview

The Deputy Chief Executive introduced a report detailing the latest arrangements in relation to the 3<sup>rd</sup> Floor/4<sup>th</sup> Floor project in respect of the following:-

- Governance of the legal arrangements
- Governance of the refurbishment projects
- Understanding/Expectations of the design requirements for the refurbishment
- Phasing of the project
- Key project risks

The Board discussed the timing of the handover of the spaces, when the refurbished rooms might become available for student use and how students would be kept informed of the changes given existing concerns about space availability, particularly from clubs and societies. The Board also discussed the key risks identified in the report, the funding arrangements and elements of the design brief.

- AGREED:**
1. to approve the progression of the project in line with the project overview set out in the report, and to authorise the Leadership Team to make any variations to the project that they see fit;
  2. to authorise the Leadership team to set, develop and approve design expectations;
  3. to authorise the Health, Environment, Maintenance and Safety Committee to act as the steering Board for the project, to receive a pre-works report, mid-way report and completion report, and any such other major issue reports that may arise during the project, as required;
  4. that SMT and the Leadership team receive progress reports and budget tracking during the build;
  5. to authorise the Director of Finance to have oversight of the expenditure of the grant in an appropriate manner;
  6. that any additional funds committed that would fall outside the refurbishment grant (in the short or long term) be approved through the existing delegated authority matrix as appropriate for capital works.



## 12. Memorandum and Articles – Special Resolution

The Head of Executive Support submitted a report seeking a Special Resolution under Article 9 to permit amendment to the Articles of Association following the completion of the amendment process.

- RESOLVED:**
- 1) The Articles of Association shall be amended in accordance with the attached schedule;
  - 2) the Articles of Association shall be altered so as to take the form of the Articles of Association attached to this resolution, and are in substitution for and to the exclusion of, any Articles of Association of the company previously registered with the Registrar of Companies.

The above resolution was passed unanimously by all members present and voting and there were no abstentions.

## 13. Amendment to Appendices to Byelaws

The Head of Executive Support submitted a report seeking approval to an amendment to Section 4 of Appendix 3 of the Byelaws, Procedure for Debate, as approved by Senate on 19 November 2019.

- AGREED:** to confirm the amendment to Section 4 of Appendix 3 of the Byelaws, Procedure for Debate, as set out in the report.

## 14. Any Other Urgent Business

Daniel Onafuwa, Student Trustee, drew the Board's attention to a request from NWAMI (Network for World Awareness of Multicultural Integration) to use either the Students' Union or a part of the University as a correspondence address; it was noted that this would be a matter for the University to determine, as NWAMI's partner organisation.

## 15. Date of next meetings

Dates to be confirmed in January 2020 (if required) and March 2020.

The meeting closed at 1.26pm

**Note:** In accordance with the Union's Articles of Association, these Minutes have been redacted to remove any confidential, commercially sensitive information. In this instance, details of the terms of the Union's building lease have been removed.

